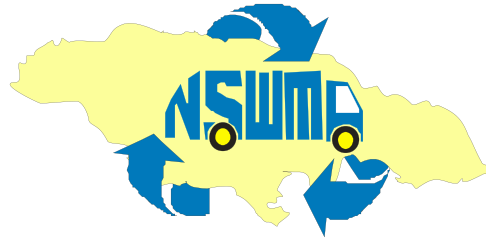


**NATIONAL SOLID WASTE MANAGEMENT
AUTHORITY (“NSWMA”)**



**TERMS OF REFERENCE
HUMAN RESOURCE COMMITTEE OF THE BOARD**

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NATIONAL SOLID WASTE MANAGEMENT AUTHORITY

CHARTER & TERMS OF REFERENCE
for the
HUMAN RESOURCE COMMITTEE OF THE
BOARD

1. ESTABLISHMENT:

The Board of the National Solid Waste Management Authority (the Authority) hereby establishes the **Human Resource Committee** of the Board (hereinafter called the Committee) with all the powers and duties set forth in this charter and subsequent resolutions of the Board.

The Committee shall prudently employ any powers delegated to it by the Board of Directors for the purpose of carrying out its duties or fulfilling its purpose.

2. PURPOSE:

The purpose of this Committee is:

To provide strategic review and policy oversight for the Human Resource function of the National Solid Waste Management Authority and regional entities.

3. MEMBERSHIP & STRUCTURE:

The members of the committee should comprise the following: no fewer than three (3) nor more than five (5) members, at least three (3) of whom shall be non-executive Directors of the Board, to include a Chairman appointed by the Board, two (2) Co-opted members, and the Corporate Services Director as a non-voting member.

The Chairman of the Board shall appoint the Chairman of the Committee who should be an independent non-executive Director save and except that such person should not be a representative of the parent Ministry of the NSWMA.

The members of the Committee shall be ratified by the Board.

Committee members shall serve for no more than 3 years at the first instance, and in respect of Directors of the Board, shall be eligible for reappointment for a further term of no more than 3 years.

A Committee member shall resign by giving at least one (1) month's notice in writing to the Chairman of the committee, which shall be copied

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to the Chairman of the Board.

Membership of the Committee may, with the approval of the Chairman of the Board, be terminated for failure to attend three consecutive meetings where no valid excuse has been provided; or for any other reason deemed valid by the Committee.

4. QUORUM:

The quorum of the Committee shall be three (3) members at least two of whom shall be directors of the NSWMA board.

5. CO-OPTED MEMBERS & INVITEES:

The Chairman of the Committee shall be at liberty to suggest or invite to its Committee meetings any individual who is not a member of the Board but who possesses the necessary skills and qualifications to assist the Committee to adequately perform its functions.

Co-opted members shall not be more than two and shall have the same rights and responsibilities as Board Committee members.

Invitees are not allowed to vote and cannot be counted for purposes of a quorum.

Any member of the Board may attend meetings of the Committee; save that such a Director who is not a member of the Human Resource Committee shall not be entitled to vote at the Committee meeting and would not constitute a part of the quorum.

All persons have an obligation to appear before the Committee once an invitation has been issued.

Invitees may include:

- a) the respective NSWMA Department Heads;
- b) other members of the Executive and Managers of the NSWMA as required; and
- c) internal or external specialists or experts.

6. SECRETARY:

The Secretary of the Committee shall be the Company Secretary or such other person as the Committee appoints.

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The Secretary shall:

- a) prepare the notice and agenda for the meeting and circulate same at
- b) least 7 clear days prior to the meeting;
- c) draft the minutes of the meetings and all other reports as directed by the Chairman;
- d) collect and disseminate information necessary for the proper functioning of the Committee.

7. ADVISOR(S) & RELATED EXPENSES:

The Committee is authorized by the Board to seek appropriate professional advice both internally or external to the Authority as and when it considers this necessary, and with the prior approval of the Board has the authority to retain independent legal or other consultants and to recommend related fees and retention terms in accordance with government procurement guidelines and the Board Charter.

The Committee shall receive the funding it deems necessary or appropriate for ordinary administrative expenses with the approval of the Board.

8. MEETINGS:

The Committee shall meet as often as required but no less than quarterly. Meetings shall be scheduled annually in advance where possible.

The Committee may meet by video conference or telephone conference call if its members so decide.

A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities and responsibilities of the Committee. A member's participation in a meeting by video link or audio link shall be regarded as valid for these purposes.

Decisions are taken by simple majority. In the event of equality of voting, the Chairman's vote is decisive.

The Secretary, at the request of the chairman, shall summon meetings of the Committee.

Notice shall be given to each member of the venue, time and date of each

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meeting. The agenda of items to be considered at each meeting, together with supporting papers, will normally be furnished to each member at least one week in advance of the meeting. Circulation of documents may

be effectuated by email but with hard copies made available to members at least three days before the meeting.

9. MINUTES:

The Committee shall keep minutes of its proceedings and report regularly to the Board.

Minutes will be signed by the Chairman of the Committee and will form a part of the permanent records of the Company.

Each member of the Committee will receive a copy of the Minutes before the next meeting of the Committee.

The Minutes of meetings of the Committee and all other reports shall be reviewed by Committee members prior to the meetings of the Committee.

10. DUTIES & RESPONSIBILITIES:

The committee shall

- 1) Review, analyze and make recommendations to the Board for improvement that will increase efficiency in the following areas:
 - HR Strategies, systems, policies and procedures
 - Staff manuals
 - Impact and effectiveness of the Human Resource functions
 - Compliance with HR related budgetary projections and targets
- 2) Assess the Human Resource's strategic plans, including human resource planning, compensation, training and development initiatives and employee assistance, wellness and welfare programmes to determine if they are in keeping with the Authority's business objectives and make recommendations to the board as is necessary.
- 3) Direct periodic human resource audits to ascertain if systems, policies, procedures and functions are being consistently applied and to recommend appropriate action.
- 4) Review Human Resource Department's monthly reports.
- 5) Provide Board guidelines on Union negotiations and industrial relations issues/matters.

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- 6) Advise the board on organizational restructuring and/or specific changes in organizational/departmental structure, as is necessary.
- 7) Amend policies and submit to the Board. There should be periodic review of the Staff manual & Disciplinary Code so as to ensure that it meets the current legal requirements
- 8) Review and assess
 - Staff Manual & Staff Orders
 - Labour laws
 - Reported accident/s and make recommendations to the Board
 - Reports of injuries on job

11. REPORTS TO THE COMMITTEE:

- (a) The respective Departments shall submit monthly reports to the Committee for review.
- (b) The reports shall include but not be limited to details of action taken in response to specific instructions given by the Committee, explanation of variances and corrective measures taken.
- (c) These reports should be circulated to Committee members at least seven (7) days prior or to the Committee meeting.

12. REPORTS BY THE COMMITTEE:

In fulfilling its tasks, the Committee shall regularly consult with the Authority's Chairman.

The Chairman of the Committee will report to the Board after each meeting of the Committee on its findings and on any actions taken by it and any matters which require the approval of the Board.

Board members shall have access to all records of the Committee.

13. GENERAL:

The committee shall:

- Submit Human Capital Reports to the Board
- Consider other matters as determined by the Board
- Report on all of the above matters to the Board

These Terms of Reference will come into force upon its adoption by the Board of Directors, except where expressly mentioned otherwise.

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These Terms of Reference can be amended at any time by a decision of the Board of Directors.